

QAD INC. AND SUBSIDIARY COMPANIES CORPORATE POLICY		Revision Level n/a	Policy No. CBP-0142
Title <i>Code of Business Conduct:</i> Harassment, Discrimination and Retaliation Prevention 1-015	Original Date Jun 30, 1998	Revision Date Dec 11, 2018	Page 1 of 5

1.0 PURPOSE

1.1 The Company is committed to maintaining a professional and respectful work environment and to taking affirmative steps to prevent unlawful or unethical harassment, discrimination and retaliation. This policy establishes and communicates the Company's policy prohibiting harassment, discrimination and retaliation. The Company requires that all employees support the Company's efforts to maintain a workplace free of unlawful harassment, discrimination and retaliation by familiarizing themselves with this policy, acting in accordance with this policy, and promptly reporting any conduct they experience or observe that is inconsistent with this policy.

2.0 POLICY AGAINST UNLAWFUL HARASSMENT, DISCRIMINATION AND RETALIATION

2.1 The Company is committed to providing a work environment that is free of unlawful or unethical harassment, discrimination and retaliation. In keeping with the Company's commitment, we strictly prohibit co-workers, including supervisors and managers, and third parties with whom the employee comes into contact from engaging in harassment and discrimination of any type against an individual because of that individual's sex (which includes pregnancy, childbirth, breastfeeding and medical conditions related to pregnancy), age, marital status, victim of domestic violence, sexual assault or stalking status, sexual orientation, sex stereotyping, transgender status, gender identity, gender expression, race, color, ancestry, physical or mental disability, medical condition, genetic characteristic or information, religion (including all aspects of religious beliefs, observance and practice), national origin, military or veteran status, family leave or medical leave status, or other statutorily-protected characteristic. This policy relates to all phases of employment, including, without limitation, recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs, termination and the use of Company facilities. It covers all other personnel actions in all job categories and at all levels.

2.2 The Company disapproves of and will not tolerate any unlawful harassment or discrimination of job applicants, employees, unpaid interns or volunteers by co-workers, supervisors or managers (together referred to as "Employees") or third parties (including non-employees with whom we have a business relationship, such as vendors, clients or customers). We also will not tolerate Employees unlawfully harassing or discriminating against third parties. The harassment and discrimination precluded by this policy includes any harassment or discrimination against an individual

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because the individual is perceived to have one of the characteristics mentioned above or is associated with a person who has or is perceived to have any such characteristic.

2.3 The Company also strictly prohibits retaliating against any Employee who lodges a complaint or report pursuant to this policy, supports such a complaint or report, or participates in any investigation of such a complaint or report.

3.0 DEFINITION AND EXAMPLES

3.1 Unlawful harassment and discrimination includes unwelcome verbal, visual or physical conduct related to a protected characteristic that creates an intimidating, offensive or hostile work environment. Such conduct constitutes harassment or discrimination when submission to the conduct (a) is made either explicitly or implicitly a term or condition of employment, (b) becomes a basis for a decision concerning an individual’s employment, or (c) is sufficiently severe or pervasive that it unreasonably interferes with an individual’s work performance or creates an intimidating, offensive or hostile work environment.

3.2 Harassing conduct and discrimination can take many forms. Sexual harassment is a form of discrimination that is prohibited by this policy. Sexual desire is not necessary for words or behavior to be considered sexual harassment. Harassing conduct and discrimination may include, but is not limited to, the following conduct when such behavior is based on a protected characteristic and is unwelcome:

Verbal harassment:

- Using language of a sexual, vulgar or racial nature
- Describing an individual using sexually degrading words
- Making or using sexual, racial, ethnic or derogatory comments, epithets, slurs or jokes
- Turning work discussions into sexual topics
- Asking or telling about sexual fantasies, preferences, or history
- Suggestive or obscene letters, notes or invitations
- Sexually propositioning a subordinate or coworker
- Making sexual compliments, innuendoes or suggestions
- Making sexual comments, including graphic comments about an individual’s body
- Unwanted sexual advances

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- Offering employment benefits in exchange for sexual favors

Visual harassment:

- Leering or ogling
- Giving unwanted personal gifts
- Displaying sexually suggestive objects, pictures, cartoons or posters
- Making sexual gestures
- Writing suggestive letters, cards, or emails

Physical harassment:

- Impeding or blocking movements
- Standing unduly close to or brushing up against a person, or otherwise attempting to physically intimidate them in some fashion
- Coercing sexual intercourse or other sexual behavior
- Physical touching or assault

3.3 Retaliation can also take many forms. Retaliation includes actual or threatened adverse treatment with respect to the terms and conditions of employment, because of the making of a complaint or report, or participating or otherwise cooperating in the Company's investigation of a complaint or report, in connection with an alleged violation of this policy.

4.0 COMPLAINT PROCEDURE

4.1 Reports of alleged harassment, discrimination or retaliation in violation of this policy should be made and will be handled in accordance with the following procedures.

4.2 Any Employee who believes they are experiencing, or observing, harassment, discrimination or retaliation in violation of this policy should address the situation as soon as possible. If they are willing to do so, they are encouraged to clearly explain to the person engaging in the conduct that they are uncomfortable with the person's behavior and ask that it cease. If those efforts to get the conduct to stop are unsuccessful, or if for any reason an Employee prefers not to confront the person directly, the Employee should immediately report the incident, orally or in writing, to:

- his or her supervisor;
- another supervisor;

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- the Chief People Officer;
- a Human Resources Business Partner; or
- a member of the Legal Department.

Anyone who believes harassment, discrimination or retaliation has occurred or is occurring should report such conduct to one of the above persons regardless of the position of the offending person (*e.g.*, officer, manager, supervisor, co-worker). It will be helpful to include the date and details of the alleged incident(s), the names(s) of the individuals(s) involved, and the names(s) of any witness(es).

4.3 Supervisors must similarly immediately relay on to the Chief People Officer, a Human Resources Business Partner, or a member of the Legal Department any complaints they receive of harassment, discrimination or retaliation prohibited by this policy.

4.4 The California Department of Fair Employment and Housing, state civil rights agencies in other states in which an employee works, or the United States Equal Employment Opportunity Commission (EEOC) are other avenues available to U.S. employees for registering complaints of unlawful harassment, discrimination and retaliation (contact information for such agencies can be found in the phonebook or online). Using the Company’s complaint process does not prohibit an employee from filing a complaint with any governmental agency.

4.5 A complainant reporting alleged harassment, discrimination or retaliation in violation of this policy will receive a timely response by the Company. Following confirmation of the complaint, the Company will designate qualified personnel to conduct an impartial, fair, timely and thorough investigation that provides all parties with appropriate due process and reaches reasonable conclusions based on the evidence collected. All employees and agents are required to cooperate in the Company’s investigation of allegations of harassment, discrimination and retaliation in violation of this policy.

4.6 The investigation may include speaking with witnesses and the alleged wrongdoer(s) to conduct a proper investigation and achieve an effective resolution, and accordingly the Company cannot promise complete confidentiality with regard to complaints it receives. However, the Company considers complaints and investigations to be highly confidential, and confidentiality will be kept by the Company to the extent possible.

4.7 The investigation will be documented and tracked for reasonable progress, include appropriate options for remedial actions and resolutions, and be closed on a timely basis. If at the end

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of the investigation misconduct is found, then appropriate remedial measures designed to stop the harassment, discrimination or retaliation and prevent its recurrence shall be taken.

5.0 OTHER REFERENCES

- 5.1 Corporate Policy CBP-0111, Equal Employment Opportunity 1-002.
- 5.2 Corporate Policy CBP-0109, General Policy Regarding Laws and Business Conduct 1-001.